



CAROL PREST

## RACQUETBALL BC ASSOCIATION

### “RACQUETBALL BC” BYLAWS

#### **Article 1. DEFINITIONS**

In these bylaws unless otherwise indicated, the following words and phrases shall have the meaning so defined:

- **Act** – the Societies Act of British Columbia as amended from time to time, reflecting the Canada Not-for-Profit Societies Act (S.C. 2009, c.23) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- **Annual Meeting** – the annual meeting of Members;
- **Articles** – the restated Articles of continuance of the Society;
- **Auditor** – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting;
- **Board** – the Board of Directors of the Society;
- **Bylaws** – these Bylaws as altered from time to time.
- **Society** – Racquetball BC;
- **Days** – total days including weekends and holidays;
- **Director** – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- **Member** – those entities meeting the definition of member pursuant to these Bylaws;
- **Ordinary resolution** – a resolution passed by the majority of votes cast on that resolution;
- **Special resolution** – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### **Article 2. INTERPRETATION**

Section 2.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Section 2.2 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

Section 2.3 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of the Society as set out in the Articles.

#### **Article 3. MEMBERS**

Section 3.1 Membership Conditions

- (3.1.1) Subject to the Articles, there shall be three classes of members in the Society: Adult player, Junior player, Coach and Official Membership.
- (3.1.2) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

### Section 3.2 Membership Dues

- (3.2.1) Membership dues will be determined from time to time by ordinary resolution of the Board.

### Section 3.3 Membership Transferability

- (3.3.1) A membership may only be transferred to the Society.

### Section 3.4 Suspension or Termination of Membership

- (3.4.1) A Member who has failed to pay dues or debts owing to the Society may be suspended without notice by a three-fourths vote of the Board of Directors. A suspended member may be reinstated to membership by ordinary resolution of the Board upon evidence of payment of dues or debts.
- (3.4.2) A membership in the Society is terminated when:
  - a. The Member is dissolved.
  - b. The Member fails to maintain qualifications for membership described in [Article 3, Section 3.1](#).
  - c. The Member willfully commits a breach of the bylaws or policies of the Society.
- (3.4.3) Upon termination or suspension of membership, the rights of the Member automatically cease to exist.

### Section 3.5 Discipline

- (3.5.1) Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures relating to discipline of Members.

## **Article 4. MEETINGS OF MEMBERS**

### Section 4.1 Meetings of Members will include Annual Meetings and Special Meetings

Section 4.2 A Special Meeting of the Members may be called at fifteen (15) days' notice by the President, any three Directors, or upon the written requisition of Members holding five percent of the total Members' votes. The agenda of Special Meetings will be limited to the subject matter for which the meeting is duly called.

Section 4.3 The Annual Meeting of the Society shall be held in Canada at such time and place as determined by the Board of Directors.

- (4.3.1) The items of business at the Annual Meeting shall include:
- a. adoption of rules of order;
  - b. consideration of any financial statements of the Society presented to the meeting;
  - c. consideration of the reports, if any, of the directors or auditor;
  - d. election or appointment of directors;
  - e. appointment of an auditor, if any;
  - f. business arising out of a report of the directors not requiring the passing of a special resolution.

**Section 4.4 Meetings by Electronic Means:** A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility.

**Section 4.5 Participation in Meetings by Electronic Means:** Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

**Section 4.6 Notice of Meetings:** Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- (4.6.1) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least fifteen (15) days before the day on which the meeting is to be held.
- (4.6.2) By posting on the Society's website not less than fifteen (15) days prior to the date of the meeting.

**Section 4.7 Change in Notice Requirements:** A Special Resolution of Members is required to make any change to the manner of giving notice to Members described in [Article 4, Section 4.6](#) and Sub-sections [4.6.1](#) and [4.6.2](#).

**Section 4.8 Persons Entitled to Attend:** Persons entitled to be present at a meeting of Members are those entitled to vote, the Directors, the Auditor, and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of Chair of the meeting or by Ordinary Resolution of the Members at the meeting.

**Section 4.9 Adjournment:** Any meeting of Members may be adjourned to any time and place as determined by ordinary resolution of the Members at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

Section 4.10 Quorum: The quorum for a meeting of the Members will be four (4) voting Members or 10% of the voting members, whichever is greater. A Member that abstains from voting shall nevertheless be included in computing a quorum.

Section 4.11 Voting: Each Member will have one (1) vote at all meetings of Members.

Section 4.12 Method of Voting: Each question shall be decided by a show of hands except as otherwise required by this bylaw or applicable law except in the case of elections, which require a secret ballot, or unless a secret ballot is demanded by any Member.

Section 4.13 Majority of Votes: Except as otherwise provided in the Act or this bylaw, the majority of votes cast by the voting Members present in person shall carry a motion. In the case of a tie, the issue is defeated. Unless a secret ballot is held, a declaration by the Chair of the meeting that a resolution has been carried or not and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. For purposes of computing any majority requirements in respect of a particular matter an abstaining vote shall be a non-vote.

Section 4.14 Proxy: There will be no proxy or absentee voting.

Section 4.15 Meeting Chair: At all meetings of Members, the President, or in his/her absence, the Vice President, or if both are absent, a person from among the Directors or the appointed Delegates shall take the Chair.

## **Article 5. BOARD OF DIRECTORS**

Section 5.1 The Board will consist of six (6) Directors, as follows:

- a. President
- b. Vice President
- c. Director of Administration / Secretary
- d. Director of Finance / Treasurer
- e. Director
- f. Director

Section 5.2 Eligibility: Any person, who is eighteen (18) years of age or older and a member, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the stuff of bankrupt, may be nominated for election as Director.

Section 5.3 Nominations: Nominations for Directors will be accepted from members thirty (30) days prior to the Annual Meeting. Any nomination for a Director must be accompanied by signed consent of that individual.

Section 5.4 Elections: Will be decided by majority vote of the Delegates at the Annual Meeting in accordance with the following:

- (5.4.1) Where there is a single valid nomination, the nominee will be elected by ordinary resolution.
- (5.4.2) Where there are two (2) or more valid nominations, nominee receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. In the case of consecutive ties, the winner will be decided by the Board of Directors by resolution.

Section 5.5 Resignation: A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director resigns, their position as an Officer will automatically and simultaneously be terminated.

Section 5.6 Vacating Office: The office of any Director will be vacated automatically if the Director:

- a. Is charged with and/or convicted of any criminal offence related to the position;
- b. Becomes bankrupt, suspends payment, compounds with creditors, makes unauthorized assignment, or is declared insolvent;
- c. Is found by a court to be of unsound mind; or
- d. Dies.

Section 5.7 Removal: A Director may be removed by ordinary resolution of the Members, provided the Director has been given notice of and the opportunity to be heard at such meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

Section 5.8 Filling a Vacancy: Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified person to fill the vacancy for the remainder of the term.

Section 5.9 Powers of the Board: Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties and functions. More specifically, the Board will:

- a. Manage and supervise the affairs of the Society;
- b. Approve the vision, mission, values (or their equivalent) and strategic direction of the Society;
- c. Approve policies and procedures to deliver the programs and services of the Society, and manage discipline and disputes involving Members and Registered Participants;
- d. Determine registration procedures and fees, dues, assessments, charges and other registration requirements for Members and Registered Participants;
- e. Provide continuity for the Society by ensuring its financial health;
- f. Employ or engage under contract an Executive Director and such persons as it deems necessary in accordance with their Bylaws; and
- g. Perform any other duties from time to time as may be in the best interests of the Society.

Section 5.10 Call of Meeting: The President or any two Directors may call a meeting of the Board.

Section 5.11 Notice: Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of meeting of the Board is required if all of the Directors are present and none objects to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting.

Section 5.12 Quorum: At any meeting of the Board, quorum will be four (4) Directors holding office.

Section 5.13 Voting: Each Director is entitled to one (1) vote. Resolutions passed upon a majority of the votes being in favour of the resolution.

Section 5.14 Meeting by Electronic Means: A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Society makes available such a communication facility.

Section 5.15 Closed Meetings: Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Section 5.16 Absence of President at Meeting: In the absence of the President, the Vice President will chair the meeting, or if both are absent, the Directors shall appoint a Chair from among those Directors present.

## **Article 6. OFFICERS**

Section 6.1 The Officers of the Society are the President, Vice President, Director of Finance and any individual named by the Board to be an Officer.

- (6.1.1) The President will be the chief executive officer of the Society and shall preside at all meetings of the Board and Members; ensure that all Officers perform their respective duties; and act as the official representative of the Society in all relevant matters.
- (6.1.2) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- (6.1.3) Director of Finance will be the Treasurer of the Society and will see that the proper accounting records as required by the Act are kept, will ensure all monies received by the Society are deposited into the Society's bank account, chair the audit committee, when requested will provide the Board with an account of financial transactions and the financial position of the Society, and will perform such other duties as may from time to time be established by the Board.

Section 6.2 Removal: An Officer may be removed by special resolution of the Board or by special resolution of the Members in a meeting, provided the Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote. If the Officer is removed, his or her position as a Director will automatically and simultaneously be terminated.

Section 6.3 Vacancy: Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board members in a meeting, the Board may by ordinary resolution appoint a qualified person to fill the vacancy until the next Annual Meeting.

## **Article 7. COMMITTEES**

The Board may appoint such Committees as it deems necessary for managing the affairs of the Society; may appoint members of, and assign staff members to Committees; prescribe the duties of Committees; and delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

## **Article 8. CONFLICT OF INTEREST**

In accordance with the Act, a Director, Officer, Member of the Society, or member of a Committee or its sub-committee, who has an interest or who may be perceived as having an interest, in a proposed contract or transaction with Society will comply with the Act and Society's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **Article 9. FINANCE**

Section 9.1 The financial year end of the Society shall be March 31 in each year.

Section 9.2 The Society will send to the Members a copy of the annual financial statements at least twenty-one (21) days before the Annual Meeting.

Section 9.3 At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Society in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Society.

Section 9.4 The banking business of the Society shall be conducted at such financial institutions as the Board may designate from time to time by ordinary resolution.

Section 9.5 The Directors of the Society may, without authorization of the Members, borrow, raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Directors may from time to time borrow money on the credit of the Society.

Section 9.6 Any two (2) of the President, Vice President, Director of Finance and the Executive Director (if employed) are authorized to sign for and on behalf of the Society all cheques, contracts, leases, mortgages and similar documents. From time to time, the Board may, by resolution, appoint a Director, Officer or Senior Staff member to sign a specific instrument or contract on behalf of the Society. Any instruments or contracts so signed will be binding upon the Society without any further authorization or formality. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

Section 9.7 All Directors and Officers who are not employed by the Society and members of Committees or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees or sub-committees may be paid reasonable expenses incurred in the performance of their duties.

## **Article 10. CORPORATE**

Section 10.1 The business and affairs of the Society will be carried on without the purpose of gain for its Members and any profits or other accreditations to the Society will be used in promoting its purposes.

Section 10.2 The Registered Office of the Society will be located in British Columbia at such address as the Board may determine.

Section 10.3 The Society may have a corporate seal in the form approved by the Board of Directors. If a corporate seal is approved by the Board, the Board shall from time to time by resolution provide for its custody and use.



Section 10.4           The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Society will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Society in accordance with the Act.

## **Article 11. AMENDMENT OF BYLAWS**

Section 11.1           Except for the items set out in [Article 12](#), these Bylaws may be amended or repealed by ordinary resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of the Members, and the Members may, by ordinary resolution, confirm, reject or amend the Bylaw, amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Section 11.2           Bylaws, amendments or repeals to be confirmed by, or proposed to, the Members shall be sent to each Member and each Director at least thirty (30) days prior to the date of meeting of Members at which they are to be considered.

## **Article 12. FUNDAMENTAL CHANGES**

In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Society:

- (12.1.1) Change the Society's name;
- (12.1.2) Change the province in which the Society's registered office is situated.
- (12.1.3) Add, change or remove any restriction on the activities that the Society may carry on;
- (12.1.4) Create a new class or group of Members;
- (12.1.5) Change a condition required for being a Member;
- (12.1.6) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- (12.1.7) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (12.1.8) Add, change or remove a provision respecting the transfer of a membership;
- (12.1.9) Increase or decrease the number of, or the minimum or maximum number of, directors;
- (12.1.10) Change the statement of purpose of the Society;
- (12.1.11) Change the statement concerning the distribution of property remaining on liquidation alter the discharge of any liabilities of the Society;
- (12.1.12) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (12.1.13) Change the method of voting by Members not in attendance at a meeting of Members; or
- (12.1.14) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

### **Article 13. NOTICE**

Section 13.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

Section 13.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the notice is couriered, or five days after the date that the notice is mailed.

Section 13.3 The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

### **Article 14. DISSOLUTION**

Upon the dissolution of the Society, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

### **Article 15. INDEMNIFICATION**

Section 15.1           The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

Section 15.2           The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.

### **Article 16. ADOPTION OF THESE BYLAWS**

Section 16.1           These Bylaws are ratified by a special resolution of the Members of the Society at a meeting of Members duly called and held on TBD.

Section 16.2           In ratifying these Bylaws, the Members of the Society repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.